

COUNTY OF SAN BERNARDINO
COMMUNITY FACILITIES DISTRICT NO. 2002-2
(CENTRAL VALLEY FPD - FIRE PROTECTION SERVICES)

**WAIVER AND CONSENT
RESPECTING CONDUCT OF MAILED-BALLOT, LANDOWNER ELECTION**

The undersigned is an authorized representative of CSHV Calabash, LLC (the "Owner"), the sole owner of land (the "Subject Property") shown on the exhibit map attached to the petition submitted to the Board of Supervisors (the "Board") of the County of San Bernardino (the "County"), requesting the annexation of the Subject Property to the County of San Bernardino Community Facilities District No. 2002-2 (Central Valley FPD - Fire Protection Services) ("CFD No. 2002-2").

The undersigned is a person legally entitled and authorized to cast the ballots for the Owner in the mailed-ballot election to be conducted on November 30, 2004, to determine whether the Subject Property shall be annexed to CFD No. 2002-2 and thereby made subject to the special tax of CFD No. 2002-2 pursuant to the Mello-Roos Community Facilities Act of 1982 (Sections 53311 and following, California Government Code) (the "Act").

The undersigned, on behalf of the Owner, hereby waives (and, with respect to Item 4, agrees to) each of the following:

1. any and all minimum time periods relative to the landowner-voter election to be held pursuant to Government Code Section 53339.7 of the Act;
2. the preparation and distribution of an impartial analysis of the ballot measure, as well as arguments in favor and against, under the authority of Government Code Section 53327(b) of the Act;
3. the requirement to publish notice of the election under Government Code Section 53352 of the Act;
4. the requirements regarding the time to mail ballots to the qualified electors under Elections Code Section 4101, and agrees to accept either mailed service or personal service of the ballot;
5. the requirements regarding identification envelopes for the return of mailed ballots contained in Government Code Section 53327.5 of the Act; and
6. any and all defects in notice or procedure in the proceedings for the annexation of the Subject Property to CFD No. 2002-2, including but not limited to the conduct of the election, whether known or unknown (other than the right to have ballots accurately counted).

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The undersigned expressly acknowledges, represents and states that the election is being expedited by the County, pursuant to this waiver and consent, at the particular instance and request of the Owner.

I declare, under penalty of perjury, under the laws of the State of California, that the foregoing is true and correct and that this declaration is executed on _____, 2004.

CSHV CALABASH, LLC,
a Delaware limited liability company

By : California State Teachers' Retirement System,
a public entity, Managing Member
By: Principal Real Estate Investors, LLC,
a Delaware limited liability company,
its investment advisor

By _____
(Signature)

(Print Name and Title)

In the event this Waiver and Consent is executed in reliance upon an "Appointment of Representative to Execute Waiver and Consent and to Cast Ballot," a photocopy of the dated and signed appointment form must be attached hereto prior to submission of this Waiver and Consent and the related Special Election Ballot to the Clerk.